

CHAPMAN AND CUTLER

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1877-1943  
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Salt Lake City, Utah 84144  
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September 26, 1995

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. 19615-D FILED 1895

SEP 26 1995 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

SEP 26 9 01 AM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

Re: Burlington Northern Railroad Company  
Leveraged Lease Financing  
BN 1995-H

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

(1) Memorandum of Lease Assignment (BN 1995-H), dated as of September 26, 1995, among First Security Bank of Utah, National Association, as Indenture Trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, as Owner Trustee (the "Owner Trustee" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee: First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee and Assignor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

CHAPMAN AND CUTLER

Michael G. McGee  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BN 1995-H) among First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of September 26, 1995, covering certain new railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 26, 1995, the Memorandum of Trust Indenture and Security Agreement, dated as of September 26, 1995, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 26, 1995 and the Memorandum of Lease Supplement No. 1, dated as of September 26, 1995, which were recorded with the Interstate Commerce Commission on September 26, 1995 at 8:50 a.m. under recordation numbers 19615, 19615-A, 19615-C and 19615-B respectively, pursuant to Section 11303 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael G. McGee  
Michael G. McGee

MGM/b  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>EQUIPMENT COST PER UNIT</b>	<b>REPORTING MARKS</b>
New SD70M-AC Locomotives	13	\$1,900,000	BN 9588 through BN 9600, inclusive

RECORDATION NO. 19615-D FILED 1425  
SEP 26 1995 -9 05 AM

**MEMORANDUM OF LEASE ASSIGNMENT**  
**(BN 1995-H)**

Memorandum of Lease Assignment, made and entered into as of September 26, 1995, between Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("*Owner Trustee*"), and First Security Bank of Utah, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The Owner Trustee and Burlington Northern Railroad Company ("*Lessee*") have entered into an Equipment Lease Agreement (BN 1995-H), dated as of September 15, 1995, and Lease Supplement No. 1 thereto, dated September 26, 1995, covering certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on September 26, 1995 at 8:50 a.m. under recordation numbers 19615 and 19615-B, respectively, pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-H), dated as of September 15, 1995, and Trust Indenture Supplement No. 1 thereto, dated September 26, 1995, pursuant to which Wilmington Trust Company, as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank of Utah, National Association, as Indenture Trustee.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY

By 

Name: Donald G. MacKelcan

Title: Senior Financial Services Officer

Executed on this 22<sup>nd</sup> day of September, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September, 1995.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name:

Title:

**Brett R. King**  
**Trust Officer**

Executed on this 22 day of September, 1995.

STATE OF Delaware )  
COUNTY OF New Castle ) SS.:

On this, the 2nd day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen A. Pedelini  
Name: KATHLEEN A. PEDELINI  
Notary Public NOTARY PUBLIC  
My Commission Expires October 31, 1998  
Residing in Wilmington, DE

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_ day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

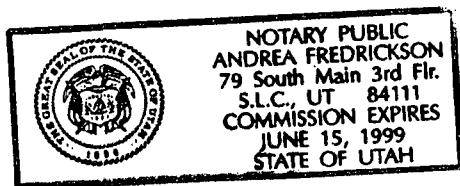
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 22 day of September, 1995, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on September 22, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Andrea Fredrickson  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
New SD70M-AC Locomotives	13	BN 9588 through BN 9600, inclusive